

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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IN RE PHARMACEUTICAL INDUSTRY  
AVERAGE WHOLESALE PRICE  
LITIGATION

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)  
) MDL No. 1456  
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) CIVIL ACTION: 01-CV-12257-PBS  
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THIS DOCUMENT RELATES TO ALL  
MASSACHUSETTS CLASS ACTIONS  
CONCERNING CLASSES 2 & 3

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) Judge Patti B. Saris  
)  
)

**CLASS PLAINTIFFS' AND ASTRAZENECA'S JOINT MOTION FOR ENTRY OF AN  
ORDER GRANTING PRELIMINARY APPROVAL OF THE ASTRAZENECA  
SETTLEMENT RELATED TO MASSACHUSETTS CLASS TWO AND THREE,  
CERTIFYING CLASSES FOR PURPOSES OF SETTLEMENT, DIRECTING NOTICE  
TO THE CLASSES AND SCHEDULING FAIRNESS HEARING**

Class Plaintiffs and Defendant AstraZeneca Pharmaceuticals LP (the "Parties") jointly move for entry of an order granting preliminary approval of the proposed Settlement Agreement and Release of AstraZeneca Related to Massachusetts Classes Two and Three, certification of Classes for settlement purposes and approval of the form and manner of notice to Consumer Settlement Class Members and TPP Settlement Class Members.

In support of this motion Class Plaintiffs file herewith a Memorandum of Law in Support and file the following documents:

1. Settlement Agreement and Release of AstraZeneca Related to Massachusetts Classes Two and Three
1. Exhibit A – Notice Forms to Class 3 Consumers
  - Exhibit A.1 – Short Form Publication Notice to Class 3 Consumers
  - Exhibit A.2 – Long Form Notice to Class 3 Consumers
  - Exhibit A.3 – Consumer Claim Form

2. Exhibit B – Notice Forms to TPPs
  - Exhibit B.1 – Long Form Notice to TPPs
  - Exhibit B.2 – TPPs Claim Form
3. Exhibit C – Intentionally Left Blank
4. Exhibit D – Full Settlement Notice Program
5. Exhibit E – [Proposed] Preliminary Approval Order
6. Exhibit F – Escrow Agreement
7. Exhibit G – [Proposed] Final Approval Order
8. Exhibit H – Claims Process Explanation

DATED: June 18, 2010

By /s/ Steve W. Berman  
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**CERTIFICATE OF SERVICE BY LEXISNEXIS FILE & SERVE**

Docket No. MDL 1456

I, Steve W. Berman, hereby certify that I am one of plaintiffs' attorneys and that, on June 18, 2010, I caused copies of **CLASS PLAINTIFFS' AND ASTRAZENECA'S JOINT MOTION FOR ENTRY OF AN ORDER GRANTING PRELIMINARY APPROVAL OF THE ASTRAZENECA SETTLEMENT RELATED TO MASSACHUSETTS CLASS TWO AND THREE, CERTIFYING CLASSES FOR PURPOSES OF SETTLEMENT, DIRECTING NOTICE TO THE CLASSES AND SCHEDULING FAIRNESS HEARING** to be served on all counsel of record by causing same to be posted electronically via Lexis-Nexis File & Serve.

**/s/ Steve W. Berman**

Steve W. Berman